

United States Bankruptcy Court
Southern District of New York

VOLUNTARY PETITION

Name of Debtor (if individual, enter Last, First, Middle): RHI Entertainment, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle): N/A
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): RHI Entertainment I; Hallmark Entertainment, Inc.*	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 36-4614616	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): N/A
Street Address of Debtor (No. and Street, City, and State): 1325 Avenue of the Americas, 21st Floor New York, NY	Street Address of Joint Debtor (No. and Street, City, and State): N/A
ZIP CODE 10019	ZIP CODE
County of Residence or of the Principal Place of Business: New York	County of Residence or of the Principal Place of Business: N/A
Mailing Address of Debtor (if different from street address): N/A	Mailing Address of Joint Debtor (if different from street address): N/A
ZIP CODE	ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): N/A	
ZIP CODE	

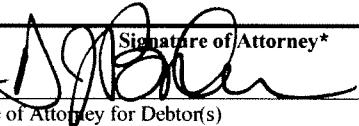
Type of Debtor (Form of Organization) (Check one box.)	Nature of Business (Check one box.)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)
<input type="checkbox"/> Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state the type of entity below.) <hr/>	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input type="checkbox"/> Chapter 13
Nature of Debts (Check one box.)		
<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.		
Tax-Exempt Entity (Check box, if applicable.)		
<input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		

Filing Fee (Check one box.)	Chapter 11 Debtors
<input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).
	Check all applicable boxes: <input checked="" type="checkbox"/> A plan is being filed with this petition. <input checked="" type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information										THIS SPACE IS FOR COURT USE ONLY
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.										
Estimated Number of Creditors (consolidated with affiliates)										
1-49	50-99	100-199	200-999	1,000- 5,000	5,001- 10,000	10,001- 25,000	25,001- 50,000	50,001- 100,000	Over 100,000	
Estimated Assets (consolidated with affiliates)										
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	
Estimated Liabilities (consolidated with affiliates)										
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion	

*Entity acquired by Debtor.

Voluntary Petition (This page must be completed and filed in every case.)		Name of Debtor(s): RHI Entertainment, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attachment 1	Case Number: As assigned	Date Filed: Same	
District: Southern District of New York	Relationship: Affiliate	Judge: As assigned	
Exhibit A		Exhibit B	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		(To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).	
		X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor – Venue			
(Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property			
(Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
(Name of landlord that obtained judgment)			
(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): RHI Entertainment, Inc.
Signatures		
Signature(s) of Debtor(s) (Individual/Joint)		Signature of a Foreign Representative
<p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p>		<p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p>
X _____ Signature of Debtor		<input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.
X _____ Signature of Joint Debtor		<input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
Telephone Number (if not represented by attorney)		X _____ (Signature of Foreign Representative)
Date		X _____ (Printed Name of Foreign Representative)
 Signature of Attorney* X _____ Signature of Attorney for Debtor(s) D. J. Baker Rosalie Walker Gray Keith A. Simon LATHAM & WATKINS LLP 885 Third Avenue New York, NY 10022 Telephone: (212) 906-1200 Facsimile: (212) 751-4864		Date
Date: December 10, 2010		Signature of Non-Attorney Bankruptcy Petition Preparer
<p>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>		<p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p>
Signature of Debtor (Corporation/Partnership)		Printed Name and title, if any, of Bankruptcy Petition Preparer
<p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p>		Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110).
X _____ Signature of Authorized Individual Robert A. Del Genio Strategic Planning Officer Date: December 10, 2010		X _____ Address
		Date
		Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.
		Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.
		If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.
<i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i>		

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:) Chapter 11
RHI Entertainment, Inc.,) Case No. 10-_____
Debtor.) Tax I.D. No. 36-4614616
)
)

EXHIBIT "A" TO VOLUNTARY PETITION

1. The debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934. The SEC file number is 001-34102.
2. The following consolidated, unaudited financial data is the latest available public information and refers to the debtor's condition (including 16 U.S. subsidiaries that contemporaneously commenced chapter 11 cases in this Court and 6 foreign subsidiaries that did not commence chapter 11 cases) as of September 30, 2010 (as stated in the debtor's Form 10-Q for the period ended on such date), unless otherwise indicated.

a. Total assets	<u>\$ 524,722,000.00</u>	
b. Total liabilities (including debts listed in 2.c., below)	<u>\$ 834,094,000.00</u>	
c. Debt securities held by more than 500 holders:		Approximate number of holders:
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>		<u>0</u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>		<u>0</u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>		<u>0</u>
d. Preferred units	None	None
e. Shares of common stock	23,421,595 shares	62 record holders

Comments, if any:

The number of shares of common stock and the approximate number of holders thereof are as of October 28, 2010. The approximate number of holders of such common stock includes only record holders. The debtor has no outstanding preferred stock.

3. Brief description of debtor's business:

The debtor is the parent of a group of companies that together develop, produce and distribute new made-for-television movies, mini-series and other television programming worldwide. They are the leading provider of new long-form television content, including domestic made-for-television movies and mini-series. They also selectively produce new episodic series programming for television. In addition, they own an extensive library of existing long-form television content, which they license primarily to broadcast and cable networks worldwide.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

KRH Investments LLC owns 9,900,000 shares of common stock, or approximately 42.3% of the outstanding shares.

Attachment 1

LIST OF AFFILIATED DEBTORS

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under Chapter 11 of Title 11 of the United States Code. Contemporaneously with the filing of their petitions, these entities filed a motion requesting that the Court administratively consolidate for procedural purposes only and jointly administer their chapter 11 cases.

1. RHI Entertainment, Inc.
2. RHIE Holdings Inc.
3. RHI Entertainment Holdings II, LLC
4. RHI Entertainment, LLC
5. RHI Entertainment Distribution, LLC
6. RHI International Distribution Inc.
7. RHI Entertainment Productions, LLC
8. Library Storage, Inc.
9. NGP Holding, Inc.
10. HEGOA INC.
11. Independent Projects, Inc.
12. SLB Productions, Inc.
13. HEP SS Music Inc.
14. Metropolitan Productions, Inc.
15. HE Pro Tunes, Inc.
16. HEP Music, Inc.
17. Don Quixote, Inc.

**CERTIFICATE OF THE SECRETARY AS TO
RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS OF
RHI ENTERTAINMENT, INC.**

December 9, 2010

I, the undersigned, do hereby certify that the Board of Directors of RHI Entertainment, Inc., a Delaware corporation (the “Company”), duly adopted the following resolutions at a meeting held on December 10, 2010, and that such resolutions have not been repealed or amended and remain in full force and effect:

The Board of Directors having previously authorized the Company to pursue a restructuring of its financial obligations (the “Restructuring”), and having approved a joint prepackaged plan of reorganization for the Company and its affiliates (the “Plan”) as a means of implementing the Restructuring; and the Plan having been distributed to certain creditors for the purpose of soliciting their votes on the Plan (the “Solicitation”), and such creditors having voted by the requisite majorities in favor of the Plan; now, therefore, it is:

RESOLVED, that in the judgment of the Board of Directors it is desirable and in the best interests of the Company, its creditors, stockholders, and other interested parties, that the Company seek relief under the provisions of Chapter 11, Title 11 of the United States Code (the “Bankruptcy Code”); and it is further

RESOLVED, that each “Authorized Person” (as defined below) of the Company shall be, and hereby is, authorized and directed on behalf of the Company to commence a case under Chapter 11 of the Bankruptcy Code (the “Chapter 11 Case”) by executing, verifying and delivering a voluntary petition in the name of the Company under Chapter 11 of the Bankruptcy Code and causing the same to be filed with the United States Bankruptcy Court for the Southern District of New York in such form and at such time as the Authorized Person executing said petition shall determine; and it is further

RESOLVED, that each Authorized Person shall be, and hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to take all actions necessary or appropriate for the Company to obtain post-petition financing according to the terms negotiated by such Authorized Person, including under one or more debtor-in-possession credit facilities, and to effectuate the foregoing, to enter into such loan agreements, documents, notes, guaranties, security agreements, pledge agreements and all other documents, agreements or instruments (collectively, the “Credit Documents”) as may be deemed necessary or appropriate by the Authorized Person; and it is further

RESOLVED, that each Authorized Person be, and hereby is, authorized, directed and empowered, with full power of delegation, on behalf of and in the name of the Company, to execute, verify and/or file, or cause to be filed and/or executed or verified

(or direct others to do so on their behalf as provided herein) all necessary or appropriate documents, including, without limitation, all Credit Documents, petitions, affidavits, schedules, motions, lists, applications, pleadings and other documents, agreements and papers, to employ and retain all assistance by legal counsel, accountants or other professionals, and to take any and all actions which the Authorized Person deems necessary or appropriate, in connection with any of the Restructuring, the Solicitation, the Plan, the Chapter 11 Case or with any post-petition financing contemplated hereby; and it is further

RESOLVED, that each Authorized Person be, and hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to employ and retain the law firm of Latham & Watkins LLP ("Latham"), 885 Third Avenue, New York, NY 10022 as attorneys for the Company in connection with any of the Restructuring, the Solicitation, the Plan, the Chapter 11 Case or the negotiation or consummation of any post-petition financing or any Credit Documents, as the case may be; and it is further

RESOLVED, that each Authorized Person be, and hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to employ and retain such further legal, financial, accounting and bankruptcy services firms (together with Latham, the "Professionals") as may be deemed necessary or appropriate by the Authorized Person to assist the Company in carrying out its responsibilities in the Chapter 11 Case and achieving a successful reorganization; and it is further

RESOLVED, that each Authorized Person be, and hereby is, authorized and empowered, with full power of delegation, for and in the name and on behalf of the Company, to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions; and it is further

RESOLVED, that each Authorized Person be, and hereby is, authorized, with full power of delegation, in the name and on behalf of the Company, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses, as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

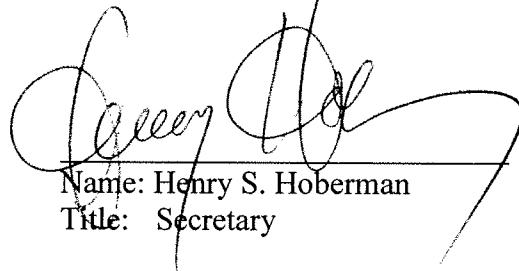
RESOLVED, that all acts lawfully done or actions lawfully taken by any officer of the Company or any of the Professionals in connection with the Restructuring, the Solicitation, the Plan or the Chapter 11 Case or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that any and all actions, whether previously or subsequently taken by any Authorized Person or any other person authorized to act by an Authorized Person, which are consistent with the intent and purpose of the foregoing resolutions or in

connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved and confirmed; and it is further

RESOLVED that for the purposes of these resolutions, the term "Authorized Person" shall mean and include Robert A. Halmi, Jr., Peter von Gal, Henry S. Hoberman, Michael Scarpelli, and Robert A. Del Genio.

IN WITNESS WHEREOF, I have executed this Certificate as of December 9, 2010.



A handwritten signature in black ink, appearing to read "Hoberman". The signature is fluid and cursive, with a large, stylized 'H' at the beginning.

Name: Henry S. Hoberman
Title: Secretary

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
RHI Entertainment, Inc.,)	Case No. 10-_____
)	
Debtor.)	Tax I.D. No. 36-4614616
)	
)	

**CONSOLIDATED LIST OF CREDITORS
HOLDING 30 LARGEST UNSECURED CLAIMS**

Set forth below is a list of the creditors holding the 30 largest unsecured claims against the debtor and its affiliates and subsidiaries that have contemporaneously commenced chapter 11 cases (collectively the “**Debtors**”). The list is provided in three parts: (1) the 10 largest unsecured deficiency claims held by the Debtors’ first lien lenders, (2) the 4 unsecured deficiency claims held by the Debtors’ second lien lenders, and (3) the 16 largest unsecured claims held by the Debtors’ other non-lender creditors, certain of which are deficiency claims.

The list has been prepared on a consolidated basis, from the books and records of the Debtors. The information contained in this list was prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases and represents the Debtors’ best estimate of the largest unsecured claims that creditors may assert against them. The list of creditors set forth herein does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101, or (2) secured creditors who are believed to be fully secured. The information presented in this list shall not constitute an admission by, nor is it binding upon, the Debtors.¹

¹ The Debtors will file the schedules of assets and liabilities (the “Schedules”) in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth herein. The Debtors reserve the right to amend this list based on information existing as of the filing date. Furthermore, the Debtors have not yet identified which of their largest unsecured claims, if any, are contingent, unliquidated, disputed, and/or subject to setoff as appropriate. Inclusion of a claim on this consolidated list is not an admission that the amounts are or are not contingent, unliquidated, disputed and/or subject to setoff nor an admission that the amounts listed are owed by more than one of the Debtors.

**CONSOLIDATED LIST OF CREDITORS
HOLDING 30 LARGEST UNSECURED CLAIMS**

UNSECURED CLAIMS HELD BY FIRST LIEN LENDERS (AS OF 12/8/2010)
(Administrative Agent and 10 Largest Lenders)

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim if secured, value of collateral
JPMorgan Chase Bank, N.A., as Administrative Agent Attn: Tricia Carpen 10 S. Dearborn Mail Code: 1-1415 Chicago, IL 60603	JPMorgan Chase Bank, N.A. Attn: Tricia Carpen 10 S. Dearborn Mail Code: 1-1415 Chicago, IL 60603 Tel: (312) 732-1418 Email: tricia.carpen@chase.com	Aggregate First Lien Credit Facility Deficiency Claims		\$569,181,413.03 in aggregate Credit Facility is secured by first priority liens; estimated value of collateral is approximately \$365,000,000 (midpoint), based on Plan valuation
JPMorgan Chase Bank, N.A. Attn: Tricia Carpen 10 S. Dearborn Mail Code: 1-1415 Chicago, IL 60603	JPMorgan Chase Bank, N.A. Attn: Tricia Carpen 10 S. Dearborn Mail Code: 1-1415 Chicago, IL 60603 Tel: (312) 732-1418 Email: tricia.carpen@chase.com	Individual First Lien Credit Facility Deficiency Claim		\$85,899,067.19 Credit Facility is secured by first priority liens; see aggregate entry above for estimated value of collateral
Bank of America N.A. Attn: David P. Maiorella 201 E. Washington Street, 20 th Floor Phoenix, AZ 85004	Bank of America N.A. Attn: David P. Maiorella 201 E. Washington Street, 20 th Floor Phoenix, AZ 85004 Tel: (602) 523-2339 Mobile: (480) 286-3232 Email: david.p.maiorella@bankofamerica.com	Individual First Lien Credit Facility Deficiency Claim		\$85,170,041.56 Credit Facility is secured by first priority liens; see aggregate entry above for estimated value of collateral

Catalyst Fund Limited Partnership II Catalyst Capital Group Inc. Attn: Gabriel de Alba 77 King Street West, Suite 4320 P.O. Box 212 Toronto, Ontario M5K 1J3	Catalyst Capital Group Inc. Attn: Gabriel de Alba 77 King Street West, Suite 4320 P.O. Box 212 Toronto, Ontario M5K 1J3 Mobile: (Toronto) (416) 276-1377 Mobile: (New York) (917) 312-6701 Email: gdealba@caccapital.com	Individual First Lien Credit Facility Deficiency Claim	\$72,954,292.97 Credit Facility is secured by first priority liens; see aggregate entry above for estimated value of collateral
The Royal Bank of Scotland plc RBS Global Banking & Markets Attn: Kenneth Caffrey Attn: Matthew Rosencrans 600 Washington Blvd. Stamford, CT 06901 Tel: (203) 897-2644 Fax: (201) 215-9316 Email: matthew.rosencrans@rbs.com	RBS Global Banking & Markets Attn: Kenneth Caffrey Attn: Matthew Rosencrans 600 Washington Blvd. Stamford, CT 06901 Tel: (203) 897-2644 Fax: (201) 215-9316 Email: matthew.rosencrans@rbs.com	Individual First Lien Credit Facility Deficiency Claim	\$52,152,049.48 Credit Facility is secured by first priority liens; see aggregate entry above for estimated value of collateral
PNC Bank, National Association Attn: Katharine Elek 1600 Market Street, 21 st Floor Philadelphia, PA 19103	PNC Bank, National Association Attn: Katharine Elek 1600 Market Street, 21 st Floor Philadelphia, PA 19103 Tel: (215) 585-4483 Email: katharine.elek@pnc.com	Individual First Lien Credit Facility Deficiency Claim	\$36,603,346.27 Credit Facility is secured by first priority liens; see aggregate entry above for estimated value of collateral
Union Bank, N.A. Attn: Bette McCole 445 South Figueroa St., 4 th Floor Los Angeles, CA 90071	Union Bank, N.A. Attn: Bette McCole 445 South Figueroa St., 4 th Floor Los Angeles, CA 90071 Tel: (213) 236-5242 Fax: (213) 236-6476 Email: bettiejean.mccole@unionbank.com	Individual First Lien Credit Facility Deficiency Claim	\$36,603,346.27 Credit Facility is secured by first priority liens; see aggregate entry above for estimated value of collateral
Alliance and Leicester Commercial Finance Plc Santander Corporate Banking Attn: Trevor Yeoman Santander UK plc, 3 rd Floor 2 Triton Square, Regents Place London NW1 3AN United Kingdom Tel: 44 (0)207 756 5300 Mobile: 44 (0)7595 403588 Email: trevor.yeoman@santander.co.uk	Santander Corporate Banking Attn: Trevor Yeoman Santander UK plc, 3 rd Floor 2 Triton Square, Regents Place London NW1 3AN United Kingdom Tel: 44 (0)207 756 5300 Mobile: 44 (0)7595 403588 Email: trevor.yeoman@santander.co.uk	Individual First Lien Credit Facility Deficiency Claim	\$31,374,296.80 Credit Facility is secured by first priority liens; see aggregate entry above for estimated value of collateral
BNP Paribas	BNP Paribas	Individual First Lien	\$26,145,247.34

Attn: Barbara Eppolito 787 Seventh Avenue, VPG-28 th Floor New York, NY 10019	Attn: Barbara Eppolito 787 Seventh Avenue, VPG-28 th Floor New York, NY 10019 Tel: (212) 841-3607 Mobile: (917) 822-6370 Email: barbara.eppolito @americas.bnpparibas.com	Credit Facility Deficiency Claim	Credit Facility is secured by first priority liens; see aggregate entry above for estimated value of collateral
HypoVereinsbank – Member of UniCredit Group UniCredit Bank AG Attn: Oliver Hauer Distressed Assets Special Credit –SCS7 Kardinal-Faulhaber-Str. 14 80333 Munich, Germany	HypoVereinsbank – Member of UniCredit Group UniCredit Bank AG Attn: Oliver Hauer Distressed Assets Special Credit –SCS7 Kardinal-Faulhaber-Str. 14 80333 Munich, Germany Tel: +49 89 378 26576 Fax: +49 89 378-3329395 Email: oliver.hauer@unicreditgroup.de	Individual First Lien Credit Facility Deficiency Claim	\$26,145,247.34 Credit Facility is secured by first priority liens; see aggregate entry above for estimated value of collateral
UNSECURED CLAIMS HELD BY SECOND LIEN LENDERS (AS OF 11/24/2010) (Administrative Agent and 4 Lenders)			
(1) <i>Name of creditor and complete mailing address, including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i> <i>Amount of claim if secured. Value of collateral</i>
Wilmington Trust Company, as Administrative Agent Attn: Jennifer Bowers 166 Mercer Street, Suite 2R	Wilmington Trust Company Attn: Jennifer Bowers 166 Mercer Street, Suite 2R New York, NY 10012	Aggregate Second Lien Credit Facility Deficiency Claims	\$82,257,363.52 in aggregate Credit Facility is secured by second priority liens

New York, NY 10012	Tel: (212) 941-4403 Fax: (212) 343-1079 Email: jbowers@wilmingtontrust.com			which have no more than de minimis settlement value ascribed by Plan
JPMorgan Mezzanine Capital, LLC Attn: Justin Rowley Attn: Lauren McDonough 1 Chase Manhattan Plaza New York, NY 10005	JPMorgan Mezzanine Capital, LLC Attn: Justin Rowley Attn: Lauren McDonough 1 Chase Manhattan Plaza New York, NY 10005 Tel: (212) 552-8476 Tel: (212) 552-8480 Email: Justin.J.Rowley@jpmcchase.com Email:	Individual Second Lien Credit Facility Deficiency Claim		\$54,838,242.35 Credit Facility is secured by second priority liens; see aggregate entry above for value of collateral
Kelso AIV VII LP Attn: Howard A. Matlin Attn: Hank Mannix 320 Park Avenue, 24 th Floor New York, NY 10022	Lauren X. McDonough JPMorgan.com Email: GSOG_NY_MO@jpmorgan.com	Individual Second Lien Credit Facility Deficiency Claim		\$13,186,295.17 Credit Facility is secured by second priority liens; see aggregate entry above for value of collateral
California Bank & Trust Attn: Thomas Betournay Attn: Leslie Reuter 21800 Burbank Blvd., Suite 160 Woodland Hills, CA 91367	Thomas Betournay calbt.com Email: Thomas.Betournay@calbt.com	Individual Second Lien Credit Facility Deficiency Claim		\$10,967,648.47 Credit Facility is secured by second priority liens; see aggregate entry above for value of collateral
KEP VI AIV LLC Attn: Howard A. Matlin Attn: Hank Mannix 320 Park Avenue, 24 th Floor New York, NY 10022	Leslie Reuter calbt.com Email: Leslie.Reuter@calbt.com	Individual Second Lien Credit Facility Deficiency Claim		\$3,265,177.53 Credit Facility is secured by second priority liens; see aggregate entry above for value of collateral

16 LARGEST UNSECURED CLAIMS HELD BY NON-LENDER CREDITORS (AS OF 12/1/2010)

(1) <i>Name of creditor and complete mailing address, including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim / if secured, value of collateral</i>
Screen Actors' Guild (SAG) Attn: Lucia Kovacs 5757 Wilshire Blvd. Los Angeles, CA 90036	Screen Actors' Guild Attn: Lucia Kovacs 5757 Wilshire Blvd. Los Angeles, CA 90036 Tel: (800) 724-0768 Fax: (323) 549-6500	Guild Payable	\$12,733,351.00 ¹ Claim has benefit of certain security; value of collateral is undetermined	
U.S. Bank National Association (in lieu of advances originally owed to Felsberg Limited) Attn: Elizabeth C. Hengeveld Senior Vice President PD-OR-P5SA 555 SW Oak St., Suite 505 Portland, OR 97204 Tel: (503) 275-6987 Fax: (503) 275-5919 Email: Elizabeth.hengeveld@usbank.com	U.S. Bank National Association Attn: Elizabeth C. Hengeveld Senior Vice President PD-OR-P5SA 555 SW Oak St., Suite 505 Portland, OR 97204 Tel: (503) 275-6987 Fax: (503) 275-5919 Email: Elizabeth.hengeveld@usbank.com	Production Company Trade Payable	\$10,154,913.00 ² Claim has benefit of certain security; value of collateral is undetermined	
U.S. Bank National Association, Canada Branch Attn: Elizabeth C. Hengeveld Senior Vice President PD-OR-P5SA 555 SW Oak St., Suite 505 Portland, OR 97204 Tel: (503) 275-6987 Fax: (503) 275-5919 Email: Elizabeth.hengeveld@usbank.com	U.S. Bank National Association, Canada Branch Attn: Elizabeth C. Hengeveld Senior Vice President PD-OR-P5SA 555 SW Oak St., Suite 505 Portland, OR 97204 Tel: (503) 275-6987 Fax: (503) 275-5919 Email: Elizabeth.hengeveld@usbank.com	Production Company Trade Payable	\$8,517,835.00 ³ Claim has benefit of certain security; value of collateral is undetermined	

¹ This obligation is subject to a settlement to be assumed under the Joint Repackaged Plan of Reorganization of RHI Entertainment, Inc. and Affiliated Debtors (the "Plan"). Under the terms of the settlement, the listed amount and all related amounts will be re-calculated after the Petition Date to reflect updated residual and fringe amounts accrued or paid to SAG as of the Petition Date. In the absence of the settlement, upon information and belief, SAG would assert a claim in the approximate amount of \$17,397,249, plus applicable fringe benefits and accruing interest under each collective bargaining agreement.

² The Debtors are negotiating a settlement with this creditor. If a settlement is reached, it is expected to be treated as a "Film Obligation Settlement" under the Plan, and the claim would be treated in accordance with the settlement and not as a general unsecured claim under the Plan.

³ The Debtors are negotiating a settlement with this creditor. If a settlement is reached, it is expected to be treated as a "Film Obligation Settlement" under the Plan, and the claim would be treated in accordance with the settlement and not as a general unsecured claim under the Plan.

Attn: Elizabeth C. Hengeveld Senior Vice President PD-OR-P5SA 555 SW Oak St., Suite 505 Portland, OR 97204	555 SW Oak St., Suite 505 Portland, OR 97204 Tel: (503) 275-6987 Fax: (503) 275-5919 Email: Elizabeth.hengeveld@usbank.com			
MAT Movies & Television Productions GmbH & Co. Project IV KG Tolzer Strasse 15 82031 Grunwald Germany	MAT Movies & Television Productions GmbH & Co. Project IV KG Tolzer Strasse 15 82031 Grunwald Germany Fax: +49 89 64143-370	Settlement Agreement	Contingent, ⁴ Disputed	\$6,991,914.00
Writers' Guild of America (WGA) Attn: Flora Racely 7000 West third Street Los Angeles, CA 90048	Writers' Guild of America Attn: Flora Racely 7000 West third Street Los Angeles, CA 90048 Tel: (323) 951-4000 Fax: (323) 782-4800	Guild Payable		\$3,779,061.00 ⁵ Claim has benefit of certain security; value of collateral is undetermined
Directors' Guild of America (DGA) Attn: Kent Butler 7900 Sunset Blvd. Los Angeles, CA 90046	Directors' Guild of America Attn: Kent Butler 7900 Sunset Blvd. Los Angeles, CA 90046 Tel: (310) 289-5354 Fax: (310) 289-2029	Guild Payable		\$3,426,962.00 ⁶ Claim has benefit of certain security; value of collateral is undetermined
U.S. Bank National Association (in lieu	U.S. Bank National Association	Production Company		\$2,231,045.00 ⁷

⁴ The Debtors are negotiating a settlement with this creditor. If a settlement is reached, it is expected to be treated as a "Film Obligation Settlement" under the Plan, and the claim would be treated in accordance with the settlement and not as a general unsecured claim under the Plan.

⁵ This obligation is subject to a settlement to be assumed under the Plan. Under the terms of the settlement, the listed amount and all related amounts will be recalculated after the Petition Date to reflect updated residual and fringe amounts accrued or paid to WGA as of the Petition Date. In the absence of the settlement, upon information and belief, WGA would assert a claim in the approximate amount of \$6,790,555, plus applicable fringe benefits and accruing interest under each collective bargaining agreement.

⁶ This obligation is subject to a settlement to be assumed under the Plan. Under the terms of the settlement, the listed amount and all related amounts will be recalculated after the Petition Date to reflect updated residual and fringe amounts accrued or paid to DGA as of the Petition Date. In the absence of the settlement, upon information and belief, DGA would assert a claim in the approximate amount of \$6,076,854, plus applicable fringe benefits and accruing interest under each collective bargaining agreement.

⁷ The Debtors are negotiating a settlement with this creditor. If a settlement is reached, it is expected to be treated as a "Film Obligation Settlement" under the Plan, and the claim would be treated in accordance with the settlement and not as a general unsecured claim under the Plan.

of advances originally owed to Triffids Productions Corporation) Attn: Elizabeth C. Hengeveld Senior Vice President PD-OR-P5SA 555 SW Oak St., Suite 505 Portland, OR 97204	Attn: Elizabeth C. Hengeveld Senior Vice President PD-OR-P5SA 555 SW Oak St., Suite 505 Portland, OR 97204 Tel: (503) 275-6987 Fax: (503) 275-5919 Email: Elizabeth.hengeveld@usbank.com	U.S. Bank National Association (in lieu of advances originally owed to Powercorp International Ltd.) Attn: Elizabeth C. Hengeveld Senior Vice President PD-OR-P5SA 555 SW Oak St., Suite 505 Portland, OR 97204 Tel: (503) 275-6987 Fax: (503) 275-5919 Email: Elizabeth.hengeveld@usbank.com	U.S. Bank National Association, Canada Branch originally owed to Muse Entertainment Enterprises USA, Inc. (as the assignee of Muse Distribution International)) Attn: Elizabeth C. Hengeveld Senior Vice President PD-OR-P5SA 555 SW Oak St., Suite 505 Portland, OR 97204 Tel: (503) 275-6987 Fax: (503) 275-5919 Email: Elizabeth.hengeveld@usbank.com	Powercorp International Ltd. Attn: Simona Milga 34 Gresse Street London W1T 1QX

⁸ The Debtors are negotiating a settlement with this creditor. If a settlement is reached, it is expected to be treated as a “Film Obligation Settlement” under the Plan, and the claim would be treated in accordance with the settlement and not as a general unsecured claim under the Plan.

⁹ The Debtors are negotiating a settlement with this creditor. If a settlement is reached, it is expected to be treated as a “Film Obligation Settlement” under the Plan, and the claim would be treated in accordance with the settlement and not as a general unsecured claim under the Plan.

¹⁰ The Debtors are negotiating a settlement with this creditor. If a settlement is reached, it is expected to be treated as a “Film Obligation Settlement” under the Plan, and the claim would be treated in accordance with the settlement and not as a general unsecured claim under the Plan.

Paramount Group, Inc. (as agent for 1325 Avenue of the Americas) 1633 Broadway, Suite 1801 New York, NY 10019	Tel: 44 20 7323 0070 Fax: 011 44 2073230060 Email: simona@powercorp.com	Amended Lease Agreement Payable	Contingent ¹¹	undetermined
Alliance of Canadian Cinema, Television and Radio Artists (ACTRA) Attn: Susan Moffat 625 Church St., Suite 300 Toronto, Ontario M4Y 2G1	Attn: Susan Moffat 625 Church St., Suite 300 Toronto, Ontario M4Y 2G1 Tel: (416) 489-1311 Fax: (416) 489-8076	Guild Payable	\$656,012.00 ¹²	
National Bank of Canada (on behalf of Phantom Racer Productions Inc.) Attn: Martin Laroque 600 de la Gauchetiere Street West Ground Floor Montreal, Quebec H3B 4L2	National Bank of Canada Attn: Martin Laroque 600 de la Gauchetiere Street West Ground Floor Montreal, Quebec H3B 4L2	Production Company Trade Payable	\$650,000.00 ¹³	Claim has benefit of certain security; value of collateral is undetermined
Media, Entertainment and Arts Alliance (MEAA) Attn: Simon Whipp P.O. Box 723 Strawberry Hills NSW 2012 Australia	Attn: Simon Whipp P.O. Box 723 Strawberry Hills NSW 2012 Australia Tel: 011 61 29333 0999 Fax: 011 61 29333 0933	Guild Payable	\$550,321.00 ¹⁴	
Equity	Equity	Guild Payable	\$351,618.00 ¹⁵	

¹¹ The Debtors intend to file a motion requesting approval of the assumption of the amended lease.

¹² This obligation is subject to a settlement to be assumed under the Plan. Under the terms of the settlement, the listed amount and all related amounts will be recalculated after the Petition Date to reflect updated residual and fringe amounts accrued or paid to ACTRA as of the Petition Date. In the absence of the settlement, ACTRA could assert a claim in a higher amount.

¹³ The Debtors have reached a settlement with this creditor that is treated as a "Film Obligation Settlement" under the Plan and is contingent on confirmation of the Plan. If the Plan is confirmed, this claim would be treated in accordance with the settlement terms and not as a general unsecured claim under the Plan.

¹⁴ This obligation is subject to a settlement to be assumed under the Plan. Under the terms of the settlement, the listed amount and all related amounts will be recalculated after the Petition Date to reflect updated residual and fringe amounts accrued or paid to MEAA as of the Petition Date. In the absence of the settlement, MEAA could assert a claim in a higher amount.

Attn: John Barclay Guild House Upper St. Martins Lane London WC2H 9EG	Attn: John Barclay Guild House Upper St. Martins Lane London WC2H 9EG Tel: 44-020 7379 6000 Fax: 011 44 2073797001		
Crown Media Holdings, LLC 12700 Ventura Boulevard Studio City, CA 91604	Crown Media Holdings, LLC 12700 Ventura Boulevard Studio City, CA 91604 Tel: (818) 755-2400 Fax: (818) 755-2564	Vendor Payable	\$200,000.00

¹⁵ This obligation is subject to a settlement to be assumed under the Plan. Under the terms of the settlement, the listed amount and all related amounts will be recalculated after the Petition Date to reflect updated residual and fringe amounts accrued or paid to Equity as of the Petition Date. In the absence of the settlement, Equity could assert a claim in a higher amount.

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned officer of the debtor in the above-captioned case, declare under penalty of perjury that I have reviewed the foregoing Consolidated List of Creditors Holding 30 Largest Unsecured Claims and that the information contained therein is true and correct, as of the date referred to therein, to the best of my knowledge, information and belief.

Dated: December 10, 2010
New York, New York

/s/ Robert A. Del Genio

Name: Robert A. Del Genio
Title: Strategic Planning Officer

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re: _____) Chapter 11
)
RHI Entertainment, Inc., _____) Case No. 10-_____
)
Debtor. _____) Tax I.D. No. 36-4614616
)
_____)

STATEMENT OF CORPORATE OWNERSHIP

Following is the list of corporations which own ten percent or more of the debtor's stock. The list is prepared in accordance with Federal Rule of Bankruptcy Procedure 1007(a)(1) and Federal Rule of Bankruptcy Procedure 7007.1 for filing in this chapter 11 case.

Holder	Kind of Interest	Percentage of Ownership
KRH Investments LLC	Common Stock	42.3%

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned officer of the debtor in the above-captioned case, declare under penalty of perjury that I have read the foregoing statement and it is true and correct to the best of my knowledge, information and belief.

Dated: December 10, 2010
New York, New York

/s/ Robert A. Del Genio
Name: Robert A. Del Genio
Title: Strategic Planning Officer